

REDACTED

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL
OF OR MERGER WITH A DOMESTIC INSURER**

of

Superior Vision Insurance Plan of Wisconsin, Inc.

Name of Domestic Limited Service Health Organization

by

Wink Holdco, Inc.

Wink Parent, Inc.

Centerbridge Capital Partners III, L.P.

Centerbridge Capital Partners SBS III, L.P.

and

CCP III Cayman GP Ltd.

Names of Acquiring Persons (Applicants)

Filed with the Office of the Commissioner of Insurance of the State of Wisconsin

Dated: December 11, 2015

**Name, title, address and telephone number of individual to whom notices and
correspondence concerning this Statement should be addressed:**

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Centerbridge Partners, L.P.
375 Park Avenue, 12th Floor
New York, NY 10152
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With copies to:

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INTRODUCTION AND BACKGROUND

This Form A Statement Regarding the Acquisition of Control of or Merger with a domestic insurer (this “Application”) is submitted by Wink Holdco, Inc., a Delaware corporation (“Wink Holdco”), Wink Parent, Inc., a Delaware corporation (“Wink Parent”), Centerbridge Capital Partners III, L.P., a Delaware limited partnership (“Centerbridge III”), Centerbridge Capital Partners SBS III, L.P., a Delaware limited partnership (“Centerbridge SBS III”), and CCP III Cayman GP Ltd., a Cayman Islands exempted company (“CCP”, and together with Wink Holdco, Wink Parent, Centerbridge III, and Centerbridge SBS III, the “Applicants”), in connection with the proposed acquisition of control by the Applicants of Superior Vision Insurance Plan of Wisconsin, Inc., a Wisconsin domestic limited service health organization¹ (the “Domestic Insurer”).

All of the outstanding shares of common stock of the Domestic Insurer are currently indirectly owned by Superior Vision Corp., a Delaware corporation (“SVC”), which, in turn, is a wholly-owned direct subsidiary of Superior Vision Holding Company, LLC, a Delaware limited liability company (“Superior Vision Holdco”). Superior Vision Holdco is a holding company that is ultimately controlled by Nautic Management, LLC, an affiliate of Nautic Partners, LLC, a private equity investment firm.

The acquisition of the Domestic Insurer is proposed to occur pursuant to a Stock Purchase Agreement, dated as of November 21, 2015, by and among Wink Holdco, SVC, and Superior Vision Holdco (the “Stock Purchase Agreement”). A copy of the Stock Purchase Agreement is attached hereto as **Exhibit A**. As described in more detail in Item 1(b) below, the Stock Purchase Agreement provides that, subject to the terms and conditions of the Stock Purchase Agreement, at the closing of the transactions contemplated thereunder (the “Closing”), Superior Vision Holdco will sell, assign and transfer to Wink Holdco all of the issued and outstanding shares of capital stock of SVC (the “Proposed Acquisition”). As a result of the Proposed Acquisition, the Domestic Insurer will become an indirect, wholly-owned subsidiary of Wink Holdco.

The Proposed Acquisition will constitute an acquisition of control of the Domestic Insurer pursuant to s. Ins 40.01, Wis. Adm. Code. The Applicants respectfully request the approval of the Commissioner of Insurance of the State of Wisconsin (the “Commissioner”) under s. 611.72(2), Wis. Stats. for the acquisition of control of the Domestic Insurer as described herein.

¹ For the purposes of this Application, Superior Vision Insurance Plan of Wisconsin, Inc. will be referred to as a “Domestic Insurer” subject to the requirements of ch. Ins 40, Wis. Adm. Code.

ITEM 1. INSURER AND METHOD OF ACQUISITION

(a) Domestic Insurer

The name and address of the Domestic Insurer to which this Application relates are:

Superior Vision Insurance Plan of Wisconsin, Inc.
939 Elkridge Landing Road, Suite #200
Linthicum, MD 21090
NAIC Company Code: 52005
Employer's ID Number: 39-1736329

(b) Method of Acquisition

The Applicants propose to effect the Proposed Acquisition pursuant to the Stock Purchase Agreement. The Stock Purchase Agreement provides that, subject to the terms and conditions of the Stock Purchase Agreement, Superior Vision Holdco will sell, assign and transfer to Wink Holdco all of the issued and outstanding shares of capital stock of SVC at the Closing. As a result of the Proposed Acquisition and other transactions contemplated by the Stock Purchase Agreement, SVC will become a direct, wholly-owned subsidiary of Wink Holdco and Wink Holdco will be a direct subsidiary of Wink Parent.²

Pursuant to the terms of the Stock Purchase Agreement, as full consideration for the sale of the shares of capital stock of SVC other than the Rollover Shares (as such term is defined in the Stock Purchase Agreement) by Superior Vision Holdco to Wink Holdco, Wink Holdco will pay to Superior Vision Holdco an aggregate amount of cash equal to _____ minus the Rollover Value (as such term is defined in the Stock Purchase Agreement), subject to certain adjustments to account for: (i) the working capital, cash and indebtedness of SVC and its subsidiaries at the time of the Closing; and (ii) certain transaction expenses incurred in connection with the transactions contemplated by the Stock Purchase Agreement (the "Purchase Price").

The Stock Purchase Agreement provides that the consummation of the transactions contemplated thereunder is conditioned, among other things, on the receipt of governmental approvals, including antitrust and insurance regulatory approvals. Such approvals include: (i) the approval of this Application by the Commissioner; (ii) approvals of Form A applications by the Arizona Department of Insurance, the New Jersey Department of Banking and Insurance, and the Texas Department of Insurance, respectively, in connection with the proposed acquisitions of control by the Applicants of other subsidiaries of SVC that are regulated by such governmental

² Wink Parent will be owned in substantial part by Centerbridge III and Centerbridge SBS III. However, as a result of the transactions contemplated by the Stock Purchase Agreement certain current employees and directors of SVC and/or its subsidiaries (the "Rollover Shareholders") will receive certain nonvoting equity interests in Wink Parent. In addition, it is possible that certain minority co-investors will acquire interests in the issued and outstanding voting securities of Wink Parent. None of the Rollover Shareholders or minority co-investors will own more than 10% of the outstanding voting securities of Wink Parent.

authorities; and (iii) compliance with the pre-merger notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

The summaries of the Proposed Acquisition and the transactions contemplated under the Stock Purchase Agreement contained in this Application are qualified in their entirety by reference to the Stock Purchase Agreement.

ITEM 2. IDENTITY AND BACKGROUND OF EACH OF THE APPLICANTS

(a) The name and address of each of the Applicants seeking to acquire control over the Domestic Insurer are:

Wink Holdco, Inc.
c/o Centerbridge Partners, L.P.
375 Park Avenue, 12th Floor
New York, New York 10152

Wink Parent, Inc.
c/o Centerbridge Partners, L.P.
375 Park Avenue, 12th Floor
New York, New York 10152

Centerbridge Capital Partners III, L.P.
c/o Centerbridge Partners, L.P.
375 Park Avenue, 12th Floor
New York, New York 10152

Centerbridge Capital Partners SBS III, L.P.
c/o Centerbridge Partners, L.P.
375 Park Avenue, 12th Floor
New York, New York 10152

CCP III Cayman GP Ltd.
190 Elgin Avenue
George Town, Grand Cayman KY1-9005
Cayman Islands

(b) Centerbridge Partners, L.P. ("Centerbridge" or the "Firm") was founded in October 2005. Centerbridge III, Centerbridge's third private equity fund, was launched in 2014. Centerbridge currently maintains offices in both New York and London,³ has approximately \$25 billion of capital under management,⁴ and employs 188 professionals including 85 investment professionals.⁵ The Firm currently has 17 Senior Managing Directors⁶ focused on investing.

³ Centerbridge also has small support offices in Luxembourg and the Netherlands.

⁴ Amount represents the unaudited August 31, 2015 Net Asset Value for the Credit Partners Funds (inclusive of subsequent month contributions) and committed capital of Centerbridge's private equity and Special Credit funds.

In addition, utilizing extensive backgrounds in investing in both private and public markets, most of Centerbridge's senior investment professionals focus on industry verticals, within which they seek investment opportunities up and down the capital structure—a unique approach relative to many other private equity firms. These industry verticals include, among others, Financial Services and Healthcare. In addition, the Firm has developed several capabilities that enhance its ability to create value in control-oriented investments: (i) deep knowledge in asset-backed securities and structured credit, real estate and financial services businesses; (ii) the ability to foster operational improvement in portfolio companies; and (iii) a robust talent management capability. Centerbridge believes that applying these multiple capabilities through an interdisciplinary, “one team” approach is a differentiated hallmark of the Firm's investment process and a distinct competitive advantage. Across its three private equity funds, Centerbridge has made 41 investments in portfolio companies since its founding.

Centerbridge is pursuing the Proposed Acquisition because Centerbridge believes that SVC, as an independent vision managed care group, is well-positioned for continued expansion, and looks forward to working with the current management team of SVC to continue to pursue its existing business plan in SVC's next phase of continued growth and development. In particular, Centerbridge believes that its experience in Healthcare and Financial Services and its track record of partnership with its portfolio companies will help SVC and the Domestic Insurer to continue to create long-term sustainable value.

As noted previously, Wink Holdco will be the Centerbridge III entity that will acquire all of the issued and outstanding shares of SVC. The equity securities of Wink Parent, the direct parent company of Wink Holdco, are owned by Centerbridge III and Centerbridge SBS III. As a result of the Proposed Acquisition and the transactions contemplated by the Stock Purchase Agreement, it is currently contemplated that Centerbridge III and Centerbridge SBS III will own substantially all of the issued and outstanding voting shares of Wink Parent.

Wink Holding Companies. Each of Wink Holdco and Wink Parent is a newly established entity incorporated under the laws of Delaware in November 2015 for the purpose of consummating the Proposed Acquisition and related transactions. All of the issued and outstanding shares of Wink Holdco are owned by Wink Parent. Because Wink Holdco and Wink Parent are newly established entities, their audited financial statements are not currently available.

Centerbridge Investment Funds. Centerbridge III and Centerbridge SBS III (the “Funds”) are investment funds established in 2014 under the laws of Delaware. As discussed in Item 4(a), below, the Funds will provide the equity financing in connection with the Proposed Acquisition. With \$6.2 billion in committed capital and a highly flexible investment mandate, which allows for investment in both the equity and debt of companies, the Funds invest capital to help world

The Credit Funds have different objectives, use different investment strategies and have different terms and, in the case of the Credit Partners Funds, different structures.

⁵ Employees as of September 1, 2015.

⁶ As of September 1, 2015.

class management teams achieve their objectives. Centerbridge partners with its portfolio companies to provide capital solutions and resources that facilitate operational improvements and other value-creating strategies at such companies.

For each investment, Centerbridge's investment professionals develop a view of the opportunities for the business to improve future performance and support management in achieving the portfolio company's operating plan. Centerbridge's portfolio operations team provides targeted insight from due diligence through exit, while investment team members also stay involved with portfolio companies. In addition, Centerbridge actively works with management to drive value creation, drawing on its extensive network of industry contacts to provide its portfolio companies with access to best-in-class talent for management and board positions and to highly skilled and experienced third-party advisors.

Copies of the unaudited quarterly financial statements of Centerbridge III since Centerbridge III's inception are attached as **Exhibit B** and **Exhibit C** hereto. Because Centerbridge III was formed in 2014 and commenced operations during the second quarter of 2015, only unaudited quarterly financial statements of Centerbridge III for the second and third quarter of 2015 are currently available. Centerbridge SBS III does not prepare quarterly financial statements.

The ultimate general partner of each of the Funds is CCP. The intermediate entity between CCP and each of the Funds, Centerbridge Associates III, L.P. ("**Centerbridge DE**"), is a Delaware limited partnership that is a general partner of each of the Funds, as reflected in the current organizational structure of the Applicants, which is attached as **Exhibit D** hereto. Centerbridge DE is a pass-through entity that has no directors or officers and does not prepare financial statements.

CCP. CCP is a Cayman Islands exempted company formed in 2014 that is the ultimate general partner of each of the Funds. CCP has two directors, and has no executive officers. No person owns more than 10% of the outstanding voting securities of CCP. CCP does not prepare audited annual or quarterly financial statements.

Pursuant to the terms of each of the limited partnership agreements governing Centerbridge III, Centerbridge SBS III, and Centerbridge DE, respectively, the management of the relevant limited partnership is vested solely in its general partner, and no limited partner thereof has the right to direct or control the limited partnership's business. As a result, control of Centerbridge III, Centerbridge SBS III, and Centerbridge DE is exercised by their ultimate general partner, CCP. CCP is the ultimate controlling parent of each of the other Applicants.

The Applicants intend to continue the present method of operation of SVC and the Domestic Insurer as described herein.

(c) **Organizational Charts**

The current organizational structure of the Applicants is set forth on the chart attached hereto as **Exhibit D**. This chart presents on an abbreviated basis the identities of, and interrelationships among, the Applicants, and lists, as to each person specified in the chart, the type of organization

and the state or other jurisdiction of domicile. No court proceedings looking toward a reorganization or liquidation are pending with respect to the Applicants or Centerbridge DE.

The proposed abbreviated organizational structure of the Applicants following the completion of the Proposed Acquisition is set forth on the chart attached hereto as **Exhibit E**.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS

A list of all of the current directors of CCP is attached as **Exhibit F**. A list of the proposed directors and executive officers of Wink Parent and Wink Holdco upon the closing of the Proposed Acquisition is also attached as **Exhibit F**. Neither of the Funds has any directors or executive officers. In addition, a list of the proposed executive officers and directors of the Domestic Insurer upon the Closing is attached as **Exhibit G**.

NAIC biographical affidavit forms for the individuals listed in **Exhibit F** and **Exhibit G** are attached as **Exhibit H** hereto or are already on file with the Office of the Commissioner of Insurance of the State of Wisconsin (the “OCI”). The Applicants will submit the biographical affidavit forms attached as **Exhibit H** hereto to a third-party background check service provider. The business addresses; information concerning principal business activity, occupation or employment; and the material occupations, positions, offices or employment during the last five years are described in the biographical affidavits for each such person. To the knowledge of the Applicants, no person listed in **Exhibit F** and **Exhibit G** has been convicted in a criminal proceeding (excluding traffic violations not involving death or injury) during the past ten years.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Wink Holdco will acquire all of the issued and outstanding shares of capital stock of SVC. The Purchase Price will be funded by equity commitments from the Funds and debt from third-party lenders of Wink Holdco (the “Lenders”). Pursuant to the equity commitments, the Funds have agreed to provide funding for a portion of the Purchase Price in the amount of approximately \$ _____ in cash that will be contributed by the investors in the Funds. The debt financing is expected to be in the form of a 7-year first lien term loan credit facility of up to \$ _____, a 7.5-year second lien term loan credit facility of up to \$ _____, and a 5-year first lien revolving credit facility of up to \$ _____ each of which will be made available to Wink Holdco for purposes of consummating the Proposed Acquisition. The debt financing will be provided by a syndicate of lenders arranged by one or more arrangers, including

The length of the credit facilities may be shorter depending on the market conditions during the syndication process. The debt financing will contain, among other things, customary representations and warranties; affirmative, negative and financial covenants; and events of default. The commitment letter of the Lenders with respect to the debt financing is attached hereto as **Exhibit I**. None of the Lenders is an affiliate of any of the Applicants.

Under the terms of the debt financing, the Domestic Insurer’s assets will not be pledged to secure the obligations of Wink Holdco and the Domestic Insurer will not guarantee the obligations of Wink Holdco. The Lenders will receive a pledge of securities of Wink Holdco and its subsidiaries, including the Domestic Insurer, but in the event of a default, the Lenders would

need to receive prior approval of the Commissioner under s. 611.72(2), Wis. Stats. prior to taking ownership of the Domestic Insurer. The Applicants will not, in order to service the debt after the Closing, need to request dividends from the Domestic Insurer at levels in excess of those that the Domestic Insurer has historically requested and paid after OCI review.

(b) The Applicants and Superior Vision Holdco, with the assistance of their respective financial advisors and counsel and under the direction of their respective Boards of Directors, determined the nature and amount of the consideration for the Proposed Acquisition and the other terms and conditions of the Stock Purchase Agreement through arm's-length negotiation.

ITEM 5. THE APPLICANTS' FUTURE PLANS FOR THE INSURER

Except as may arise in the ordinary course of business or as otherwise described herein, the Applicants have no present plans to make any material changes in the business operations or corporate structure or management of the Domestic Insurer. As noted previously, the Applicants are pursuing the Proposed Acquisition because they believe that SVC, as an independent vision managed care group, is well-positioned for continued expansion, and the Applicants intend to work with the current management team of SVC to continue to pursue its existing business plan in SVC's next phase of continued growth and development.

The Applicants have no present plans to make any material changes with respect to the current business practices or dividend practices of the Domestic Insurer. In addition, the Applicants have no present plans for the Domestic Insurer to declare an extraordinary dividend following the Closing,⁷ to liquidate the Domestic Insurer, to sell any of the Domestic Insurer's assets (other than asset sales in the ordinary course of business), or to merge the Domestic Insurer with any person.

Following the Closing, the Applicants intend to continue to keep in place all of the agreements between the Domestic Insurer and its affiliates, including service and cost sharing agreements to which the Domestic Insurer is a party. With respect to the Tax Sharing Agreement, effective as of January 1, 2014, by and among SVC and its affiliated group of corporations including the Domestic Insurer (the "Tax Sharing Agreement"), which was filed with OCI by the Domestic Insurer on February 12, 2015 and permitted by OCI by letter dated April 24, 2015 from Richard Hinkel, the Applicants likewise intend to keep the same tax sharing arrangement following the Closing. The Tax Sharing Agreement will need to be amended to add Wink Holdco and Wink Parent to the Tax Sharing Agreement. We respectfully request that the Commissioner non-disapprove under s. 617.21, Wis. Stats., and s. Ins 40.04(2), Wis. Adm. Code the addition of Wink Parent and Wink Holdco to the Tax Sharing Agreement upon the Closing.

None of the Applicants and any of their respective affiliates and subsidiaries currently writes any insurance business in the markets in which SVC and its subsidiaries conduct business, in Wisconsin or in any other U.S. state. Thus, the Proposed Acquisition will not produce any market share increase in the direct written insurance premium in any line of business in

⁷ Superior Vision Holdco has informed the Applicants that the Domestic Insurer requested on November 30, 2015 the OCI's approval to declare and pay an extraordinary dividend to the Domestic Insurer's direct parent in the amount of \$320,000.

Wisconsin. As a result, the Proposed Acquisition will not substantially lessen competition in insurance in Wisconsin or tend to create a monopoly therein.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

The Domestic Insurer currently has 4,500 shares of common stock issued and outstanding. All of the outstanding shares of common stock of the Domestic Insurer are currently indirectly owned by SVC. As provided in the Stock Purchase Agreement, subject to the terms and conditions of the Stock Purchase Agreement, at the Closing, Superior Vision Holdco will sell, assign and transfer to Wink Holdco all of the issued and outstanding shares of capital stock of SVC. As a result of the Proposed Acquisition, all of the outstanding shares of common stock of the Domestic Insurer will be indirectly owned by Wink Holdco, and Wink Holdco will be a direct subsidiary of Wink Parent. Further, as a result of the Proposed Acquisition and the transactions contemplated by the Stock Purchase Agreement, it is currently contemplated that Centerbridge III and Centerbridge SBS III will own substantially all of the issued and outstanding voting shares of Wink Parent.

The terms of the Proposed Acquisition are summarized in Item 1(b) hereof. A statement as to the method by which the fairness of the proposal was determined is included in Item 4(b) hereof.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Pursuant to the terms of the Stock Purchase Agreement, as a result of the Proposed Acquisition, Wink Holdco will indirectly own 100% of the issued and outstanding voting securities of the Domestic Insurer. Wink Holdco is a subsidiary of each of the other Applicants. Other than the rights of the Applicants under the Stock Purchase Agreement and as otherwise described in this Application, there are no voting securities of any class of the Domestic Insurer that are held of record, beneficially owned or concerning which there is a right to acquire beneficial ownership by the Applicants, their respective affiliates or any person listed in Item 3.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

Except as provided in the Stock Purchase Agreement, there are no contracts, arrangements or understandings with respect to any voting security of the Domestic Insurer in which the Applicants, their respective affiliates or any person listed in Item 3 is involved, including any transfer of any securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits or the giving or withholding of proxies.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

None of the Applicants, their respective affiliates or any person listed in Item 3 has purchased any voting securities of the Domestic Insurer during the 12 calendar months preceding the filing of this Application.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Other than the Stock Purchase Agreement, none of the Applicants, their respective affiliates or any person listed in Item 3 has made any recommendations to purchase any voting security of the Domestic Insurer, and no such recommendations have been made by anyone based upon interviews or at the suggestion of the Applicants, their respective affiliates or any person listed in Item 3, in each case during the 12 calendar months preceding the filing of this Application.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

None of the Applicants, their respective affiliates or any person listed in Item 3 has made any agreements, contracts, or understandings with any broker-dealer as to solicitation of voting securities of the Domestic Insurer for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) - (b) Copies of the unaudited quarterly financial statements of Centerbridge III since Centerbridge III's inception are attached as **Exhibit B** and **Exhibit C** hereto. Because Centerbridge III was formed in 2014 and commenced operations during the second quarter of 2015, only unaudited quarterly financial statements of Centerbridge III for the second and third quarter of 2015 are currently available. No financial statements are available with respect to CCP, Centerbridge SBS III, Wink Parent or Wink Holdco. Three-year financial projections of the Domestic Insurer are attached as **Exhibit J** hereto.

(c) Other than the Stock Purchase Agreement or as described in this Application, there have been no tender offers for, requests or invitations for, tenders of, exchange offers for, or agreements to acquire or exchange any voting securities of the Domestic Insurer, and there are no soliciting materials relating thereto.

Other than as described in this Application and with the exception of certain employment agreements entered into or contemplated to be entered into by the Applicants with certain current directors, officers and/or employees of the Domestic Insurer, there are no proposed employment, consultation, advisory or management contracts concerning the Domestic Insurer.

The Applicants and the Domestic Insurer do not prepare annual reports for their respective shareholders, general partners or limited partners.

Following the Closing, each of the Applicants and Centerbridge DE will become affiliates of the Domestic Insurer. The Form AA (Consent to Jurisdiction Statement) of each of the Applicants and Centerbridge DE is enclosed as **Exhibit K** hereto.

Attached hereto are the following Exhibits:

- | | |
|------------|--|
| Exhibit A: | Stock Purchase Agreement |
| Exhibit B: | Quarterly Financial Statements of Centerbridge III as of June 30, 2015 |

- Exhibit C: Quarterly Financial Statements of Centerbridge III as of September 30, 2015
- Exhibit D: Pre-Acquisition Organizational Chart of the Applicants
- Exhibit E: Post-Acquisition Organizational Chart
- Exhibit F: List of Current Directors of CCP and Proposed Directors and Executive Officers of Wink Parent and Wink Holdco
- Exhibit G: List of Proposed Directors and Executive Officers of the Domestic Insurer
- Exhibit H: Biographical Affidavits
- Exhibit I: Commitment Letter
- Exhibit J: Financial Projections
- Exhibit K: Form AA – Consent to Jurisdiction Statement of Each of the Applicants and Centerbridge DE

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

The Applicants agree that CCP will provide, to the best of its knowledge and belief, the information required by Form F within 15 days after the end of the month in which the acquisition of control occurs.

The Applicants agree that CCP will file the annual enterprise risk report pursuant to s. Ins 40.03(9), Wis. Adm. Code, so long as control of the Domestic Insurer by CCP exists.

The Applicants acknowledge that CCP and all subsidiaries within its control in the insurance holding company system will provide information to the Commissioner upon request as necessary to evaluate enterprise risk to the Domestic Insurer.

15818077.3

SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Wink Parent, Inc. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the day of December 11, 2015.

(SEAL)

WINK PARENT, INC.

BY: 

Name: Daniel Osness

Title: Director

Attest: 

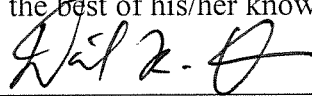
(Signature of Director)

Name: Matthew Kabaker

Title: Director

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated December 11, 2015, for and on behalf of Wink Parent, Inc.; that (s)he is the Director of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.



(Signature)

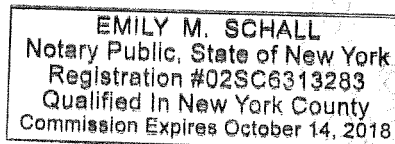
Name: Daniel Osness

Subscribed and sworn to this 11 day of December, 2015.



Notary Public

My Commission expires on 10/14/2018.



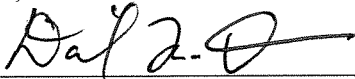
SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Wink Holdco, Inc. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the day of December 11, 2015.

(SEAL)

WINK HOLDCO, INC.

BY: 

Name: Daniel Osness

Title: Director

Attest: 

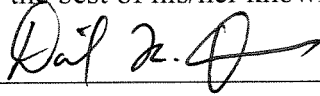
(Signature of Director)

Name: Matthew Kabaker

Title: Director

CERTIFICATION

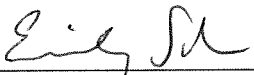
The undersigned deposes and says that (s)he has duly executed the attached application dated December 11, 2015, for and on behalf of Wink Holdco, Inc.; that (s)he is the Director of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.



(Signature)

Name: Daniel Osness

Subscribed and sworn to this 11 day of December, 2015.


Notary Public

My Commission expires on 10/14/2018.

EMILY M. SCHALL
Notary Public, State of New York
Registration #02SC6313283
Qualified In New York County
Commission Expires October 14, 2018

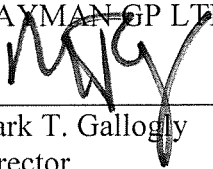
SIGNATURE AND CERTIFICATION

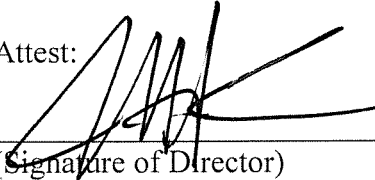
SIGNATURE

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, CCP III Cayman GP Ltd. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the day of December 11, 2015.

(SEAL)

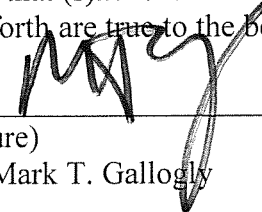
CCP III CAYMAN GP LTD.

BY 
Name: Mark T. Gallogly
Title: Director

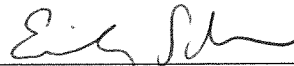
Attest: 
(Signature of Director)
Name: Jeffrey H. Aronson
Title: Director

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated December 11, 2015, for and on behalf of CCP III Cayman GP Ltd.; that (s)he is the Director of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.


(Signature)
Name: Mark T. Gallogly

Subscribed and sworn to this 11 day of December, 2015.


Notary Public

My Commission expires on 10/14/2018.

EMILY M. SCHALL
Notary Public, State of New York
Registration #02SC6313283
Qualified In New York County
Commission Expires October 14, 2018

SIGNATURE AND CERTIFICATION


SIGNATURE

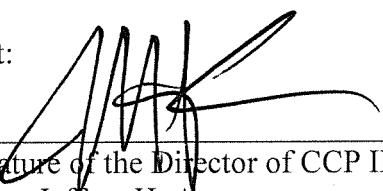
Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Centerbridge Capital Partners III, L.P. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the day of December 11, 2015.

(SEAL)

CENTERBRIDGE CAPITAL PARTNERS III, L.P.

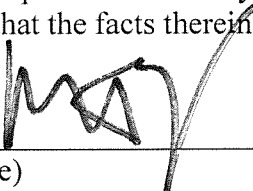
By: Centerbridge Associates III, L.P., its general partner
By: CCP III Cayman GP Ltd., its general partner

BY: 
Name: Mark T. Gallogly
Title: Authorized Signatory

Attest: 
(Signature of the Director of CCP III Cayman GP Ltd.)
Name: Jeffrey H. Aronson
Title: Authorized Signatory

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated December 11, 2015, for and on behalf of Centerbridge Capital Partners III, L.P.; that (s)he is an Authorized Signatory of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.


(Signature)
Name: Mark T. Gallogly

Subscribed and sworn to this 11 day of December, 2015.


Notary Public

My Commission expires on 10/14/2018.

EMILY M. SCHALL
Notary Public, State of New York
Registration #02SC6313283
Qualified In New York County
Commission Expires October 14, 2018

SIGNATURE AND CERTIFICATION

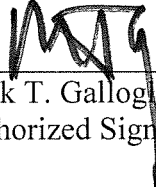
SIGNATURE

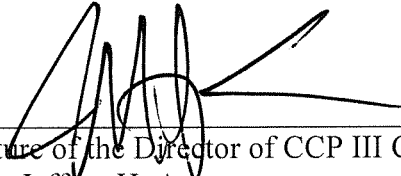
Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Centerbridge Capital Partners SBS III, L.P. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the day of December 11, 2015.

(SEAL)

CENTERBRIDGE CAPITAL PARTNERS SBS III, L.P.

By: Centerbridge Associates III, L.P., its general partner
By: CCP III Cayman GP Ltd., its general partner

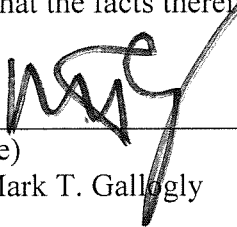
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